

BAKER THOMPSON S II  
Form 4  
February 21, 2019

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BAKER THOMPSON S II

2. Issuer Name and Ticker or Trading Symbol  
Vulcan Materials CO [VMC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
1200 URBAN CENTER DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/19/2019

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Senior Vice President

BIRMINGHAM, AL 35242

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Share Units	(1)	02/19/2019	A	6,700					12/31/2021 <sup>(1)</sup>	(1)	Common Stock	6,700
Restricted Stock Units	(2)	02/19/2019	A	2,200					02/19/2022 <sup>(3)</sup>	(3)	Common Stock	2,200
Stock Appreciation Right	\$ 113.16	02/19/2019	A	6,500					02/19/2020 <sup>(4)</sup>	02/19/2029	Common Stock	6,500

## Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BAKER THOMPSON S II 1200 URBAN CENTER DRIVE BIRMINGHAM, AL 35242				Senior Vice President	

## Signatures

/s/ C. Samuel Todd,  
 Attorney-in-Fact  
 \*\*Signature of Reporting Person  
 Date 02/21/2019

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Performance Share Units vest on December 31 at the end of the Performance Period. The Performance Period for this award begins on January 1, 2019 and ends on December 31, 2021. At the end of the Performance Period, the Compensation Committee determines the
- (1) payment amount based on (1) Company performance relative to the S&P 500 Index, of which the Company is a member, and (2) the Company's annual average growth rate of Cash Gross Profit per ton versus a pre-determined target. The payment is made 100% in stock on a payment date determined by the Compensation Committee.
  - (2) Each Restricted Stock Unit represents a contingent right to receive one share of Vulcan Common Stock.
  - (3) Restricted Stock Units cliff vest on the specified date and are settled in shares of Vulcan Common Stock within 75 days after the applicable vesting date.
  - (4) Stock Appreciation Right vests in three (3) equal annual installments beginning on this date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.